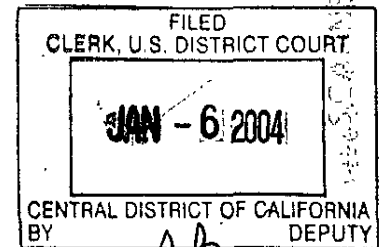


1 RONALD JOHNSTON (State Bar No. 57418)
 2 SEAN MORRIS (State Bar No. 200368)
 3 ARNOLD & PORTER
 1900 Avenue of the Stars, 17th Floor
 Los Angeles, California 90067-4408
 Telephone: (310) 552-2500; Fax: (310) 552-1191

4 DANIEL J. COOPER (State Bar No. 198460)
 5 RANDALL B. LEWIS (State Bar No. 210444)
 6 72 Beverly Park Dr.
 Beverly Hills, California 90210
 Telephone: (310) 205-9817; Facsimile: (310) 205-9638

7 JEFFREY N. MAUSNER (State Bar No. 122385)
 8 BERMAN, MAUSNER & RESSER
 A Law Corporation
 9 11601 Wilshire Boulevard, Suite 600
 Los Angeles, California 90025-1742
 10 Telephone: (310) 473-3333; Fax: (310) 473-8303
 E-mail: jeffmausner@bmrllaw.com

11 Attorneys for Plaintiff
 12 PERFECT 10, INC.



Priority
 Send ☒
 Enter ☐
 Closed ☐
 JS-5/JS-6 ☐
 JS-2/JS-3 ☐
 Scan Only ☐

13
 14
 15
 16
 17
 18
 19
 20
 21
 22
 23
 24
 25
 26
 27
 28

LODGED

UNITED STATES DISTRICT COURT
 CENTRAL DISTRICT OF CALIFORNIA

PERFECT 10, INC., a California
 Corporation,

Plaintiff,

vs.

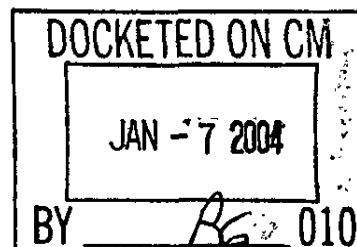
CCBILL LLC, et al,

Defendants.

Case No: CV 02-7624 LGB (SHx)

**PROPOSED ORDER
 DOWNGRADING
 CLASSIFICATION OF
 DOCUMENTS**

Date: To be determined
 Time: To be determined
 Place: Courtroom of the Honorable
 Stephen Hillman



119

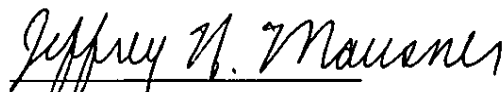
**GOOD CAUSE APPEARING THEREFOR, IT IS HEREBY ORDERED
THAT:**

The documents and interrogatory answers that have been produced by CCBill, LLC ("CCBill") and Cavecreek Wholesale Internet Exchange, Inc. ("CWIE") in this litigation are hereby downgraded to the classification under the protective order agreed to in principle by defendants CCBill, IBill, Inc. and plaintiff Perfect 10, Inc. of "Confidential." Dr. Norm Zadeh may review those documents and interrogatory answers pursuant to the provisions of the protective order agreed to in principle by the parties. Furthermore, Dr. Zadeh may not be excluded from portions of depositions in the case unless a determination is made by the Court that the material in question is Attorneys Eyes Only.

DATED: 1/6/04


Stephen J. Hillman
United States Magistrate Judge

Submitted by:


Jeffrey N. Mausner

Randall B. Lewis
Associate General Counsel
Perfect 10, Inc.
72 Beverly Park
Beverly Hills, California 90210
Tel: (310) 205-9640
Fax: (310) 205-9641

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the county of Los Angeles, State of California.

I am over the age of 18 and am not a party to the within action; my business address is: 11601 Wilshire Blvd., Suite 600 Los Angeles, CA 90025-1742.

On January 4, 2004, I served the foregoing document(s) described as follows:

[PROPOSED] ORDER DOWNGRADING CLASSIFICATION OF DOCUMENTS

on the interested party(ies) in this action by faxing a copy to the fax number(s) as shown below:

Jay M. Spillane, Esq.
FOX & SPILLANE, LLP
1880 Century Park East, Suite 1004
Los Angeles, California 90067
Fax No. (310) 229-9380

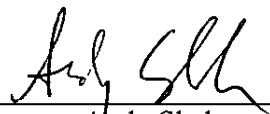
John P. Flynn, Esq.
Frank R. Mead, Esq.
TIFFANY & BOSCO, P.A.
Third Floor Esplanade Two
2525 East Camelback Road
Phoenix, AZ 85016
Fax No. (602) 255-0103

FACSIMILE: I transmitted by facsimile such document(s) to the office(s) of the addressee(s).

FEDERAL: I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made. I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on **January 4, 2004** at Los Angeles, California

BY: _____


Andy Shah

PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the county of Los Angeles, State of California.

I am over the age of 18 and am not a party to the within action; my business address is: 11601 Wilshire Boulevard, Suite 600 Los Angeles, CA 90025-1742.

On January 4, 2004, I served the foregoing document(s) described as follows:

[PROPOSED] ORDER DOWNGRADING CLASSIFICATION OF DOCUMENTS

on the interested party(ies) in this action by placing a true copy thereof enclosed in a sealed envelope addressed as follows:

PLEASE SEE ATTACHED

MAIL: I placed such envelope with fully prepaid postage thereon in the United States mail at Los Angeles, California.

FEDERAL: I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made. I declare, under penalty of perjury, that the foregoing is true and correct.

Executed on **January 4, 2004**, at Los Angeles, California

BY: _____

Andy Shah

SERVICE LIST
Perfect 10, Inc. v. CCBill, LLC, et. al.
Case No. CV 02-7624 LGB (Shx)

SCANNED

Counsel for Defendant
CCBill/CWIE

John P. Flynn, Esq.
 Frank R. Mead, Esq.
 Tiffany & Bosco, P.A.
 Third Floor Esplanade Two
 2525 East Camelback Road
 Phoenix, AZ 85016
 Fax No. (602) 255-0103

Counsel for Defendant
Internet Billing Company, LLC

Brandon D. Baum, Esq.
 Cooley Godward, LLP
 Five Palo Alto Square
 3000 El Camino Real
 Palo Alto, CA 94306-2155
 Fax No. (560) 857-0663

Counsel for Defendant
Clarence Coogan

Susan McDermott Mercer, Esq.
 Buchalter, Nemer, Fields & Younger
 601 South Figueroa Street, Suite 2400
 Los Angeles, CA 90017-5704
 Fax No. (213) 896-0400

Counsel for Defendant
NetPass Systems, Inc.

Cort C. Holten, Esq.
 Chestnut & Cambronne
 222 South Ninth Street, #3700
 Minneapolis, MN 55402
 Fax No. (612) 336-2940

Albert F. Davis, Esq.
 Law Offices of Albert Davis
 5455 Wilshire Blvd., Suite 1802
 Los Angeles, CA 90036

Co-Counsel for Defendants
CCBill and CWIE

Jay M. Spillane, Esq.
 Fox & Spillane, LLP
 1880 Century Park East, Suite 1004
 Los Angeles, CA 90067
 Fax No. (310) 229-9380

Counsel for Defendant
Internet Key, Inc.

Dennis T. Kearney, Esq.
 Jonathan S. Bristol, Esq.
 Pitney, Hardin, Kipp & Szuch, LLP
 Park Avenue at Morris Count
 PO Box 1945
 Morristown, NJ 07962-1945

Bruce A. Wessel, Esq.
 Irell & Manella
 1800 Avenue of the Stars, Suite 900
 Los Angeles, CA 90067
 Fax No. (310) 203-7199

Network Authentication System

Mr. Laurence E. Sullivan
 209 Bloomfield Avenue
 Bloomfield, NJ 07003